

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-57537; File No. SR-NASDAQ-2008-021)

March 20, 2008

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Modify the Processing of Orders That Peg to the Midpoint Between the National Best Bid And Best Offer

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on March 19, 2008, The NASDAQ Stock Market LLC (“Nasdaq” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been substantially prepared by Nasdaq. Nasdaq has designated the proposed rule change as constituting a non-controversial rule change under Rule 19b-4(f)(6) under the Act,³ which renders the proposed rule change effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

Nasdaq is amending Rule 4751(f) to modify the processing of orders that peg to the midpoint between the national best bid and best offer (“NBBO”). Nasdaq proposes to implement the proposed rule change immediately following the conclusion of the 30-day operative delay period. The text of the proposed rule change is available on Nasdaq’s Web site (www.complinet.com/nasdaq), at the principal office of Nasdaq, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6).

